

MINUTES OF MEETING OF THE
BOARD OF COMMISSIONERS

September 3, 2020

THE STATE OF TEXAS
COUNTY OF HARRIS
HARRIS COUNTY EMERGENCY SERVICES DISTRICT NO. 11

§
§
§

The Board of Commissioners (the "Board") of Harris County Emergency Services District No. 11 (the "District") met in special session, open to the public, at the Bridgestone Municipal Utility District Operations and Water Education Center (the "Bridgestone MUD building"), 19720 Kuykendahl Road, Spring, Texas 77379, a meeting place inside the boundaries of the District, on Thursday, September 3, 2020, at 9:00 a.m.; whereupon, the roll was called of the members of the Board, to-wit:

Karen Plummer	President
Steve Williams	Vice President
Fred Grundmeyer	Secretary
Robert Pinard	Treasurer/Asst. Secretary
Kevin Brost	Asst. Treasurer

All members of the Board were present, thus constituting a quorum. Also attending the meeting were: Ms. Regina D. Adams and Ms. Monica A. Garza, attorneys, of Radcliffe Bobbitt Adams Polley PLLC ("RBAP"), attorneys for the District; Mr. Brian Trachtenberg and Ms. Anna Phillips of Greathouse Holloway McFadden Trachtenberg ("Greathouse"), special counsel to the District; Ms. Danielle Supkis Cheek, CPA of Pannell Kerr Forster of Texas, P.C. ("PKF") (via teleconference); Mr. Zach Karrenbrock of 62 Digital, LLC ("62 Digital"), the District's website service provider and communications coordinator; Mr. Matt Zavadsky of Metropolitan Area EMS Authority ("MedStar") (via teleconference); Messrs. Terry Lynch, Jeff Lynch and Andy Lynch of J T Lynch Company, LLC ("JT Lynch"); Chief Richard Lieder of the Cypress Creek Fire Department; Mr. Wren Nealy, Cypress Creek Emergency Medical Services ("CCEMS") Interim Chief Executive Officer; Messrs. Enrique Lima, President-Elect, and Dave Billings, member, of the CCEMS Board of Directors ("CCEMS Board"); Mr. George Vie of Feldman & Feldman, P.C., attorney for CCEMS; and members of the public and employees of CCEMS. A copy of the sign-in sheets are attached hereto.

There were other members of the public in attendance via conference call but were unable to be identified other than by telephone number.

WHEREUPON, the meeting was called to order by the President and evidence was presented that public notice of the meeting had been given in compliance with the law. The posted notices of the meeting are attached hereto.

This meeting was video recorded by 62 Digital for use by the District. The meeting was also streamed live by 62 Digital on the District's Facebook page.

The Board held a 30-second moment of silence for prayer and reflection.

PUBLIC COMMENTS

The President first made a statement regarding the District's use of the Bridgestone MUD building. The President reminded the members of the public that the District Board meeting attendees are guests at such facility and everyone should treat every part of the facility like it is their home by keeping it clean.

The President then recognized Mr. Brian Gilman, a CCEMS volunteer, who inquired whether the District previously authorized the purchase of auto-load or power-load stretchers. Ms. Adams stated that, at the August 29th special Board meeting, she read the portions of the March and April 2014 Board meetings minutes related to the District's purchase of stretchers into the record. Mr. Gilman also inquired: 1) about the District's dispute in connection with the amount of its Hurricane Harvey Federal Emergency Management Agency reimbursement via CCEMS; and 2) whether the Board will approve CCEMS' August 20th request for funds in the amount of \$503,000 for COVID-19 stipends for CCEMS staff whose salaries are funded by the District (\$2,500 per employee).

The President next recognized Chief Lieder, who made a statement regarding the current impasse between CCEMS and the District. Chief Lieder requested that the Board accept the offer from the CCEMS Board to workshop and discuss the current issues between the organizations without attorneys.

There were no additional public comments at this time.

STATUS OF CORRECTION OF VEHICLE TITLES FROM CCEMS TO THE DISTRICT

Ms. Adams then reported that her office is in the process of correcting the vehicle titles to reflect the District, rather than CCEMS, as the owner of ten (10) of the 12 vehicles the District previously funded. Ms. Adams stated that the Harris County Tax Assessor-Collector's (the "County TA/C") office would only allow the correction of three (3) vehicles per day. Ms. Adams added that, therefore, only three (3) of the ten (10) vehicle titles have been corrected thus far. Ms. Adams went on to report that the remaining titles will be corrected by the County TA/C's office over the next few days. Ms. Adams noted that her office will also coordinate correction of the titles for the remaining two (2) ambulances once the erroneous liens on such titles have been removed and the appropriate documents are received from CCEMS.

UPDATE FROM MEDSTAR, INCLUDING PROPOSED DISTRICT ORGANIZATIONAL CHART, STATUS OF OBTAINING TEXAS DEPARTMENT OF STATE HEALTH SERVICES ("DSHS") EMERGENCY MEDICAL SERVICES ("EMS") PROVIDER LICENSE AND STATUS OF POSTINGS FOR DISTRICT EXECUTIVE DIRECTOR, BUSINESS MANAGER, MEDICAL DIRECTOR AND ANY OTHER EMPLOYEES OR CONTRACTORS DEEMED ADMINISTRATIVELY NECESSARY, APPROVE JOB DESCRIPTIONS FOR SAME AND AUTHORIZE POSTING OF SAME

Mr. Zavadsky reported that MedStar has drafted some options for the District's proposed organizational structure that it would review with the Board in Executive Session.

STATUS OF RECEIPT OF DOCUMENTS FOR AND PREPARATION OF SPECIAL DISTRICT EXAMINATION BY PKF, INCLUDING RECONCILIATION OF DISTRICT FUNDING VS. CCEMS EXPENDITURES AND PHYSICAL INVENTORY OF DISTRICT AND CCEMS ASSETS

Ms. Adams reminded the Commissioners that they previously authorized PKF to conduct an investigation and prepare a report, which will include: 1) a reconciliation of the District funding vs. CCEMS expenditures since 2017; and 2) a physical inventory of CCEMS and District assets.

The President then recognized Ms. Cheek, who reported on the status of PKF's request to CCEMS for financial records/documents for her review. Ms. Cheek reported that CCEMS uploaded additional requested financial records/documents via the secure portal earlier in the day. Ms. Cheek stated that she has started to review such records/documentation. A brief discussion ensued. In response to a question from Mr. Trachtenberg, Mr. Vie stated that CCEMS will be providing all of the requested financial records/documents over the next few weeks.

Commissioner Plummer next reported that the District's attorneys received correspondence from Mr. Vie this morning, a copy of which is attached hereto. Commissioner Plummer added that such letter states that the CCEMS Board took action at its September 2nd meeting to direct CCEMS management, staff and legal counsel to respond in full to PKF's requests (made on behalf of the District) for CCEMS financial records/documents.

Commissioner Brost then noted that CCEMS' submission of additional financial records/documents is the first step but does not resolve all of the Board's concerns or outstanding issues. Commissioner Brost added that it will most likely take months for PKF to review the records/documentation submitted and to prepare a report regarding same.

STATUS OF REAL ESTATE ACQUISITIONS AND NEGOTIATION FOR SAME, INCLUDING REVIEW AND APPROVE REAL ESTATE BROKERAGE AGREEMENT

Mr. Lynch then presented to and reviewed with the Board a Commercial Real Estate Brokerage Agreement ("Brokerage Agreement") between JT Lynch and the District. A brief discussion ensued.

Upon motion by Commissioner Pinard, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of the Brokerage Agreement with JT Lynch, subject to finalization of same. A copy of the executed Brokerage Agreement is attached hereto.

Mr. Lima then entered the meeting and insisted to be allowed to speak outside of the public comment period.

After consideration, Commissioner Plummer then recognized Mr. Lima, who reported that he and other CCEMS Board members would like to meet with the Commissioners to further discuss the willingness of the CCEMS Board to comply with the District's requests in an effort to be more transparent.

STATUS OF ACQUISITION/PURCHASE OF AMBULANCE(S) FOR EMS PROVIDER LICENSE AND AUTHORIZE PAYMENT FOR SAME

Mr. Zavadsky next reported that MedStar is proceeding with the application process in order to obtain the District's DSHS EMS Provider license.

Commissioner Brost reported that he has located an ambulance at a cost of \$18,000. Commissioner Brost noted that, as previously authorized by the board, such purchase is only for purposes of obtaining the District's DSHS EMS provider license and the District does not intend for such ambulance to be placed in service.

Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to authorize the purchase of such ambulance for \$18,000 and authorize payment of same.

STATUS OF CORRECTION OF TITLE ON DISTRICT-OWNED AMBULANCES IN USE BY CCEMS AND APPROVE LEASE AGREEMENT WITH CCEMS REGARDING SAME

Ms. Adams next presented to and reviewed with the Board the First Amendment to the Lease Agreement for Vehicle Apparatus and Stations with CCEMS (the "Lease Agreement"), a copy of which is attached hereto. Ms. Adams stated that the Lease Agreement has been amended to include the vehicles/ambulances and related equipment and assets funded and owned by the District. A brief discussion ensued. Upon motion by Commissioner Brost, seconded by Commissioner Williams, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of the Lease Agreement.

REVIEW AND ACCEPT PROPOSAL FROM 62 DIGITAL FOR AUDIO/VISUAL SERVICES

Mr. Karrenbrock then presented to and reviewed with the Board a proposal for audio/visual services, a copy of which is attached hereto. Ms. Adams stated that her office has reviewed the proposed agreement related to same.

Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to accept the proposal and related agreement from 62 Digital for audio/visual services for the District, subject to receipt of a completed Form 1295 from 62 Digital.

REVIEW MATTERS RELATED TO SERVICE AGREEMENT WITH CCEMS AND TAKE ANY NECESSARY ACTIONS ON SAME

Mr. Trachtenberg then inquired of Mr. Vie who the "new" CCEMS Board members and administrative staff are that have been referenced in recent correspondence from Mr. Vie. Mr. Vie stated that CCEMS has promoted Mr. Nealy to Executive Director, several administrative staff members have retired, and new CCEMS Board members will soon be appointed. A discussion ensued. Mr. Nealy then reported on CCEMS administrative staff that have recently retired.

All meeting attendees, with the exception of all members of the Board, Ms. Adams, Ms. Garza, Mr. Trachtenberg, Ms. Phillips and Messrs. Lynch exited the meeting at 9:35 a.m.

CONVENE IN EXECUTIVE SESSION

Pursuant to the provisions of the Texas Open Meetings Act, Chapter 551, Texas Government Code, as amended, specifically Section 551.071, regarding matters of attorney-client privilege, pending or contemplated litigation, personnel matters, and real estate matters Commissioner Plummer convened the Board in Executive Session at 9:37 a.m., to consult with the District's attorney regarding legal matters pertaining to the Service Agreement with CCEMS, real estate negotiations/acquisitions and personnel matters. The persons present at various times during the Executive Sessions were Commissioners Plummer, Williams, Pinard, Grundmeyer and Brost, Ms. Adams, Ms. Garza, Mr. Trachtenberg, Ms. Phillips, Ms. Cheek, Mr. Zavadsky and Messrs. Lynch.

Messrs. Lynch exited the Executive Session at 10:15 a.m.

Ms. Cheek entered the Executive Session at 11:07 a.m. and then exited the Executive Session at 11:20 a.m.

Mr. Zavadsky entered the Executive Session at 11:29 a.m. and then exited the Executive Session at 11:54 a.m.

RECONVENE IN OPEN SESSION

All meeting attendees re-entered the meeting at 12:10 p.m.

Commissioner Plummer then reconvened the meeting in open session at approximately 12:10 p.m. at which time the following discussion/action was taken:

REVIEW MATTERS RELATED TO SERVICE AGREEMENT WITH CCEMS AND TAKE ANY NECESSARY ACTIONS ON SAME

Upon motion by Commissioner Williams, seconded by Commissioner Grundmeyer, after full discussion and the question being put to the Board, the Board voted unanimously to provide 360 days notice to CCEMS of termination of the Service Agreement, for convenience, pursuant to Section 7.04 of the Service Agreement.

Upon motion by Commissioner Williams, seconded by Commissioner Pinard, after full discussion and the question being put to the Board, the Board voted unanimously to approve and authorize execution of a letter agreement with Harris County Emergency Corps to provide temporary and/or supplemental EMS services to the District, as may be necessary.

STATUS OF REAL ESTATE ACQUISITIONS AND NEGOTIATION FOR SAME, INCLUDING ENTERING INTO EARNEST MONEY CONTRACT FOR ACQUISITION OF REAL ESTATE AND AUTHORIZE GENERAL COUNSEL TO OBTAIN APPRAISAL ON APPLICABLE REAL ESTATE

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted unanimously to authorize JT Lynch to submit an offer for purchase of real estate on the District's behalf, subject to the stipulations, as discussed in Executive Session.

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted unanimously to authorize the acquisition of an appraisal and environmental assessment for the subject real property, as discussed in Executive Session.

UPDATE FROM MEDSTAR INCLUDING PROPOSED DISTRICT ORGANIZATIONAL CHART

Upon motion by Commissioner Williams, seconded by Commissioner Brost, after full discussion and the question being put to the Board, the Board voted unanimously to accept the District organizational charts drafted with the revisions, as discussed in Executive Session.

There being no further business to come before the Board, the meeting was adjourned at 12:16 p.m.

PASSED, APPROVED AND ADOPTED this 1st day of October 2020.


Secretary, Board of Commissioners

